

EXHIBIT 944

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Global Compensation Project

Lucasfilm Ltd.
September 22, 2005

EXHIBIT	944
WIT.	CHAU
DATE	2-21-13
KRAMM COURT REPORTING	

944.1

AGENDA

Total Compensation Philosophy and Strategies
- Pay for Performance

Project Overview - Job Structure/Benchmarking

Building Blocks – Compensation Projects

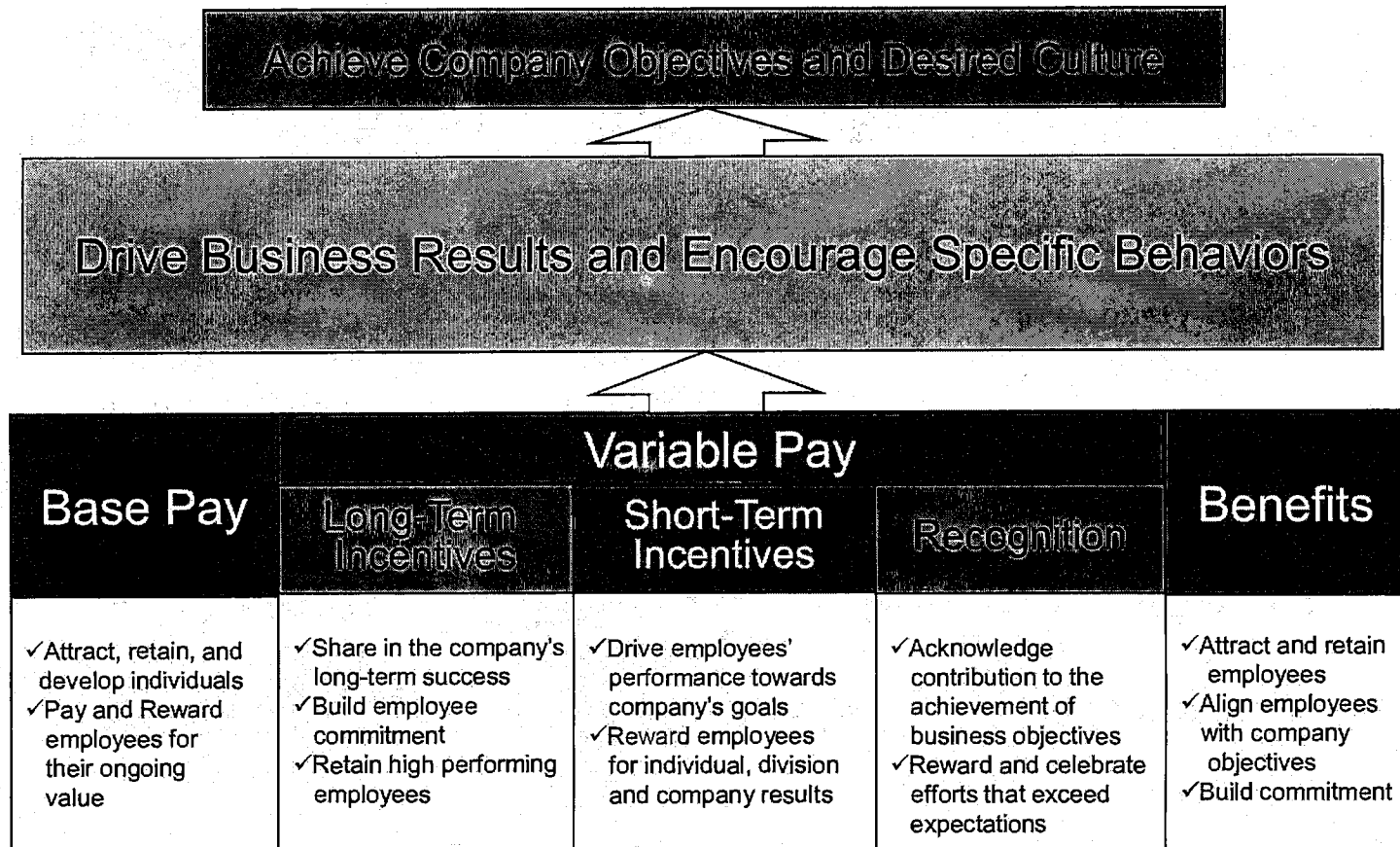
Compensation Project Plans and Timelines

Next Steps

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Pay for Performance - Total Compensation Philosophy

(Straw man: To be developed by Exec team)



944.3

Pay for Performance - Total Compensation Strategies

(Straw man: To be developed by Exec team)

Strategize Globally Act Locally

- Global Alignment across Divisions
- Competitive Pay benchmarked to Relevant External Market

Utilize a Total Rewards Approach

- Base Pay
- Variable Pay
- Benefits

Reward Individual and Team Results and Achievements

- Company Goals
- Division Goals
- Team Goals
- Individual Goals



Pay for Performance

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Project Overview – Purpose

What we're hearing from the businesses –

**Provide
competitive market
information
(salary/titles)**

- ✓ Complete market analysis of competitive base pay including offshoring/outsourcing
- ✓ Develop salary guidelines based on market (where do we want to be in the market?? – [REDACTED])
- ✓ Total Cash Compensation analysis will be completed in conjunction with:
 - Identifying Compensation Philosophy
 - 2005/2006 Corporate Incentive Plan Design(s)

**Clarify job
progression
opportunities/
requirements
(career
development)**

- ✓ Create and/or modify Lucas Companies job profiles
- ✓ Define career ladders and criteria for movement within disciplines
- ✓ Identify job progression for supervisory and individual contributor tracks

**Ensure consistent
job calibration &
leveling (global
framework)**

- ✓ Managers identify accurate market match for Lucas Companies jobs and levels
- ✓ Calibrate findings cross-functionally
- ✓ Create Global Job Framework to support level "equivalents"

**Build a structure
and data base
that will enhance
informed
decisions when
business
strategy or needs
shift**

- ✓ Create industry recognized, internally consistent title scheme (titles/levels)
 - Create "Working Title" capability with Lucas Companies managed by HR
 - HR "System Title" based on industry recognized jobs
- ✓ Review annually or as needed:
 - Pay Structure
 - Compliance requirements

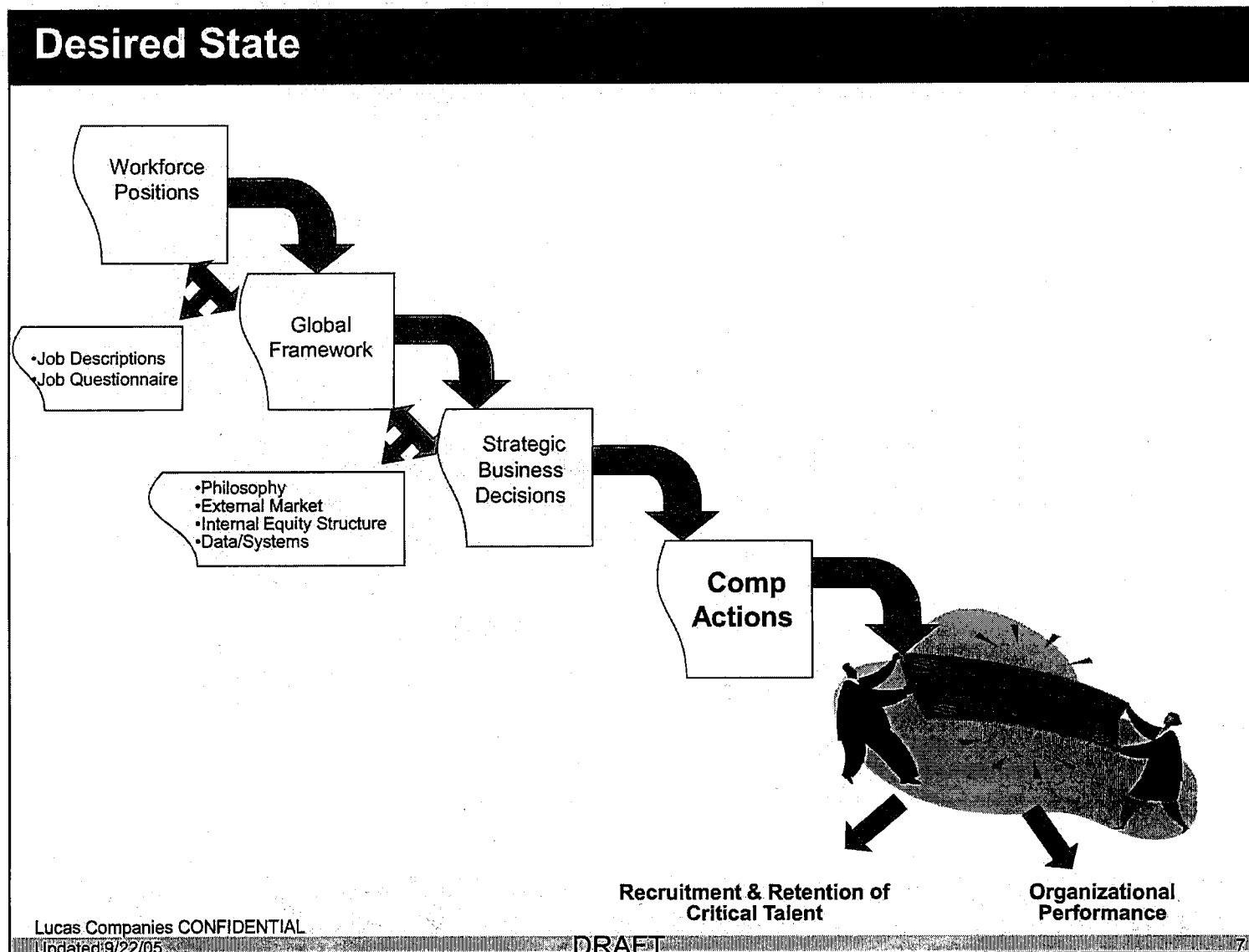
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Updated 9/22/05

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AGENDA

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Building Blocks – Compensation Projects

1. Develop Compensation Philosophy and Strategy and Build Infrastructure

- ✓ Define Total Compensation Philosophy, Structure and Strategy
- ✓ Create framework, including:
 - Job Families
 - Levels or Bands
 - Job Title Structure (including System Titles)
 - Job Progression within Job Families
 - Job Mapping between similar Jobs across Divisions
 - Define short-term and long-term Incentive Plans including Eligibility Guidelines
 - Slot Incumbents into the Framework
 - Define Stakeholder Roles including HR, Execs, BOD, Comp Committee, etc.
- ✓ Determine appropriate External Benchmarking Tools and conduct Market Analysis
 - Develop Target Salary Ranges and Grades
 - Define Gaps between Current State and Desired State for Groups of Positions and Critical Individual Positions and Incumbents
 - Develop a Plan for addressing Gaps
- ✓ Define Bonus structures and design plans
 - Short-Term
 - Long-Term
 - Retention
 - Spot/Discretionary
 - Product Specific (e.g. Star Wars Sales)
- ✓ Create framework for International Pay Practices
 - LAS
 - Other Business Units

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Building Blocks – Compensation Projects

2. Streamline and Standardize Pay Practices and Processes

✓

■

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✓ Training Organization Structure Review

✓ Align payroll practices and process across divisions supporting ADP conversion

3. Articulate and Implement Compensation Framework

✓ Articulate Compensation Philosophy as appropriate at all levels

✓ Create reporting tools to enable executive level decision making

✓ Develop and conduct training to improve manager effectiveness and accountability

4. Support and Maintain the Compensation Framework and Pay for Performance Practices

✓ Delineate process for on-going review of jobs as a result of re-organization, restructure or new business needs

✓ Conduct annual competitive market benchmarking, including executive compensation review

✓ Direct Pay for Performance reviews

✓ Provide leadership in adapting compensation practices in response to market conditions or shifts in company strategy

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AGENDA

Total Compensation Philosophy and Strategies
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Building Blocks – Compensation Projects

Compensation Project Plans and Timelines

Next Steps

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AGENDA

Total Compensation Philosophy and Strategies

Project Overview - Job Structure/Benchmarking

Building Blocks – Compensation Projects

Compensation Projects and Timelines

Next Steps

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Next Steps

- ✓ Evaluate Work in Progress and get Agreement on Priorities
- ✓ Develop Compensation Project Plans and Timelines
- ✓ Begin work on Critical Projects following the Project Plan and Timeline
- ✓ Ensure Resources

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PARKING LOT – BRAINSTORMING / LAUNDRY LIST

✓Bonuses

- ✓LECL Bonus Plan**
- ✓Retention**
- ✓Spot**
- ✓Long-term (Special GWL/Mich fund for Sr. Mgmt – Big D's)**
- ✓Incentive**
- ✓Product specific (Star Wars etc) – e.g. sales**

✓Defining boundaries

- ✓GWL**
- ✓BOD**
- ✓Private company limitations on Long-term incentives**

✓Project Priorities

- ✓Gap analysis (completed, work-in-progress, not started)**

✓Benefits Statements

- ✓Defining customized total comp picture**

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